

United States  
Lease Financing, Inc.

US

615 Battery Street, 5th Floor  
Mailing Address  
San Francisco, California 94119  
(415) 627-9276  
Fax (415) 627-9275

January 9, 1991

Secretary  
Interstate Commerce Commission  
12th and Constitution Avenue, NW  
Washington, DC 20423

Attn: Mrs. Mildred R. Lee, Room 2303

Dear Mrs. Lee:

Enclosed for recordation under provisions of Section 11303 (formerly 20C) of the Interstate Commerce Act and the regulations promulgated thereunder, as amended, are four copies of a Release and Termination of Lease which is a supplement to an Equipment Lease, dated as of April 23, 1970, which Lease was recorded with the Interstate Commerce Commission on May 27, 1970 and assigned ICC Recordation Number 5731.

The names and addresses of the parties to the enclosed are:

LESSOR: D.E. Mundell and Frank B. Smith (successor trustee to W.H. Ruskaup), not in their individual capacities but solely as Trustees under a Trust Agreement dated as of April 23, 1970 and United States Leasing International, Inc., as Agent for the Trustees.  
733 Front Street  
San Francisco, CA 94111

LESSEE: CSX Transportation Inc., successor by merger to Seaboard Coast Line Railroad Company  
100 North Charles Street  
Baltimore, MD 21201

The undersigned is an employee of the Agent and has knowledge of the matters set forth hereto.

Enclosed is a remittance in the amount of \$15.00 covering the required recording fee.

Please return three recorded copies to my attention.

Very truly yours,

*Walter J. Michael*  
Walter J. Michael  
Secretary  
415/627-9282

WJM/jr  
Encl.

Interstate Commerce Commission  
Washington, D.C. 20423

1/10/91

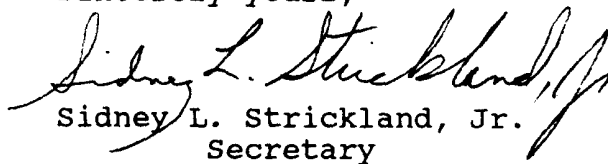
OFFICE OF THE SECRETARY

Walter J Michael  
U.S. Leasing Financing Inc  
615 Battery 5th Fl.  
P.O.Box 3985  
San Francisco, California 94119

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1/10/91 at 2:45pm, and assigned recordation number(s). 5731-A & 5842-B

Sincerely yours,

  
Sidney L. Strickland, Jr.  
Secretary

5731-A  
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INTERSTATE COMMERCE COMMISSION

RELEASE AND TERMINATION OF LEASE  
(S.C.L. Trust No. 15 ICC Rec. No. 5731)

WHEREAS, under an Equipment Lease dated as of April 23, 1970 between D.E. Mundell and Frank B. Smith (successor Trustee to W.H. Ruskaup), not in their individual capacities but solely as Trustees under a Trust Agreement dated as of April 23, 1970 (the "Lessor"), United States Leasing International, Inc., as agent for the Lessor (the "Agent") and CSX Transportation, Inc., successor by merger to Seaboard Coast Line Railroad Company (the "Lessee"), Lessee acquired the possession and use of the railroad cars described in Schedule 1-A and 1-B attached to the lease (the "Equipment"); and

WHEREAS, the Lease terminated on January 5, 1991 and the Lessor through its Agent desires to execute this Release to provide a formal termination document with the Interstate Commerce Commission.

NOW, THEREFORE, in consideration of \$1.00 and other valuable considerations, the receipt of which is hereby acknowledged, Lessor, not in its individual capacity, but solely as Trustee under the aforementioned Trust Agreement, acknowledges and declares this Lease to be satisfied and cancelled and hereby relinquishes its right, title and interest to the equipment, provided however, any claim or liability of the Lessor or the Lessee under the Lease arising from facts or circumstances existing prior to the date hereof or which under the terms of the Lease is to survive termination of the Lease shall not be released or otherwise affected hereby.

The Lease was recorded with the Interstate Commerce Commission on May 27, 1970 and assigned ICC Recordation Number 5731.

The undersigned has caused this instrument to be executed by its duly authorized representative as of the 9th day of January, 1991.

(SEAL)

UNITED STATES LEASING INTERNATIONAL, INC.,  
as Agent for D.E. Mundell and  
Frank B. Smith, Trustees and Lessor

By Arsan Hakeman

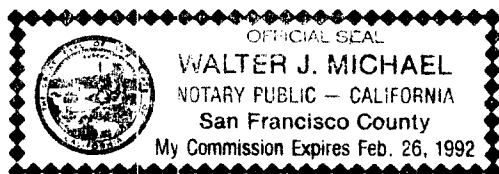
Its Assistant Vice President

CORPORATE FORM OF ACKNOWLEDGEMENT

State of California       )  
                                  ss:  
County of San Francisco )

On this \_\_\_\_\_ day of \_\_\_\_\_, 1991, before me personally appeared Desa Wakeman, to me personally known, who being by me sworn, says that she is an Assistant Vice President of United States Leasing International, Inc., that the seal affixed to the foregoing instrument is the seal of said entity, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Walter J. Michael  
Notary Public



(SEAL)

My commission expires: February 26, 1992